

IN THE UNITED STATES BANKRUPTCY COURT  
 FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
BUFFETS HOLDINGS, INC. <sup>1</sup>	)	Case No. 08-10141 (MFW)
a Delaware corporation, et al.,	)	Joint Administration
	)	
Debtors.	)	
	)	

**OFFICIAL COMMITTEE OF UNSECURED CREDITORS'  
 DESIGNATION OF ITEMS TO BE INCLUDED ON THE  
RECORD AND STATEMENT OF ISSUES ON APPEAL**

The Official Committee of Unsecured Creditors (the “Committee”), an appellant (“Appellant”) in this appeal (the “Appeal”) hereby designates the following items be included in the record on the Appeal of that certain final order [Docket No. 834] (the “Order”) of the United States Bankruptcy Court for the District of Delaware dated and entered on May 16, 2008 and the related opinion [Docket No. 834] (the “Opinion”), which was dated and entered on May 16, 2008:

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Buffets Holdings, Inc. (4018); Buffets, Inc. (2294); HomeTown Buffet, Inc. (3002); OCB Restaurant Company, LLC (7607); OCB Purchasing Co. (7610); Buffets Leasing Company, LLC (8138); Ryan’s Restaurant Group, Inc. (7895); Buffets Franchise Holdings, LLC (8749); Tahoe Joe’s, Inc. (7129); HomeTown Leasing Company, LLC (8142); OCB Leasing Company, LLC (8147); Big R Procurement Company, LLC (5198); Ryan’s Restaurant Leasing Company, LLC (7405); Fire Mountain Restaurants, LLC (8003); Ryan’s Restaurant Management Group, LLC (6739); Tahoe Joe’s Leasing Company, LLC (8145); Fire Mountain Leasing Company, LLC (7452); Fire Mountain Management Group, LLC (7299). The address for all the Debtors is 1460 Buffet Way, Eagan, MN 55121.

<u>TAB</u>	<u>DATE FILED</u>	<u>D.N.<sup>2</sup></u>	<u>DOCKET ENTRY</u>
1	01/22/08	22	First Motion Of The Debtors For An Order Authorizing The Debtors To (1) Reject Nunc Pro Tunc Certain Executory Contracts And Unexpired Non-Residential Real Property Leases And Subleases Primarily Related To Closed Restaurant Locations, And (2) Abandon Any Property That Remains On The Premises Covered By The Leases
2	02/05/08	137	Limited Objection to Debtors' First Motion for Rejection of Leases filed by FP1 LLC
3	02/22/08	356	Third Motion Of The Debtors For An Order Authorizing The Debtors To (1) Reject Certain Unexpired Non-Residential Real Property Leases Related To Closed Restaurant Locations Nunc Pro Tunc As Of February 29, 2008, And (2) Abandon Any Property That Remains On The Premises Covered By The Leases
4	02/27/08	409	Limited Objection to Debtors' Third Motion for Rejection of Leases filed by FP2 LLC
5	03/12/08	484	Scheduling Order.
6	03/25/08	565	Debtors' Motion for Assumption and Assignment of Warrington Lease, dated March 25, 2008
7	03/27/08	588	Debtors' Certificate of Counsel Regarding Amended Scheduling Order
8	04/04/08	622	Objection of FP2 LLC and FP2-7 LLC to Debtors' Motion for Assumption and Assignment of Warrington Lease, dated April 4, 2008
9	04/04/08	626	Brief (Opening) in Opposition to Motion of Debtors to Reject Selected Portions of Family Property Leases (Part 1) filed by FP1 LLC and FP2 LLC
10	04/04/08	627	Brief (Opening) in Opposition to Motion of Debtors to Reject Selected Portions of Family Property Leases (Part 2) filed by FP1 LLC and FP2 LLC

<sup>2</sup> D.N. means Docket Number.

11	04/04/08	629	Brief in Support of the Debtors' Motions to Reject Two Leased Premises and Assume and Assign One Leased Premise Under Master Lease Agreements with FP1 LLC and FP2 LLC
12	04/04/08	630	Debtors' Brief (Opening) in Support of Motions to (I) Reject Unexpired Leases of Nonresidential Real Property as to Underperforming Stores in Moline, Illinois and Muskegon, Michigan and (II) Assume and Assign an Unexpired Lease of Nonresidential Real Property as to the Underperforming Store in Warrington, Pennsylvania
13	04/04/08	631	Debtors' Submission of Documents Related to Brief (Opening) in Support of Motions to (I) Reject Unexpired Leases of Nonresidential Real Property as to Underperforming Stores in Moline, Illinois and Muskegon, Michigan and (II) Assume and Assign an Unexpired Lease of Nonresidential Real Property as to the Underperforming Store in Warrington, Pennsylvania
14	04/10/08	647	Debtors' Answering Brief In Further Support Of Motions To (I) Reject Unexpired Leases Of Nonresidential Real Property As To Underperforming Stores In Moline, Illinois And Muskegon, Michigan And (Ii) Assume And Assign An Unexpired Lease Of Nonresidential Real Property As To The Underperforming Store In Warrington, Pennsylvania
15	04/10/08	648	Debtors' Brief (Reply) in Support of the Debtors' Motions to Reject Two Leased Premises and Assume and Assign One Leased Premise Under Master Lease Agreements with FP1 LLC and FP2 LLC
16	04/10/08	649	Brief (Reply) in Opposition to Motion of Debtors to Reject Selected Portions of Family Property Leases filed by FP1 LLC and FP2 LLC
17	4/14/08	661	[Signed] Amended Scheduling Order
18	05/09/2008	806	Transcript of Hearing held on April 14, 2008 before the Honorable Mary F. Walrath.
19	05/16/08	834	Opinion
20	05/16/08	835	[Signed] Order
21	05/23/08	863	Debtors' Notice of Appeal of Order Denying Debtors' Motions to Reject Unexpired Leases and Motion to Assume

			and Assign Unexpired Lease, dated May 23, 2008
22	05/23/08	867	Notice of Appeal filed by the Official Committee of Unsecured Creditors, dated May 23, 2008
23	N/A	Debtors' Trial Exhibit 1	Lease Agreement Dated December 11, 2002 Between Landlord, FP1 LLC, and Tenant, Hometown Buffet, Inc. and OCB Restaurant Co.
24	N/A	Debtors' Trial Exhibit 2	Lease Agreement Dated December 11, 2002 Between Landlord, FP2 LLC, and Tenant, Hometown Buffet, Inc. and OCB Restaurant Co.
25	N/A	Debtors' Trial Exhibit 3	Ground Lease Dated May 28, 1996 By and Between OCB Realty Co., as Tenant, and THF-L Moline Development, L.L.C., as Landlord, for Real Property in Rock River Plaza, Moline, Illinois
26	N/A	Debtors' Trial Exhibit 4	Ground Lease Dated September 8, 1995 By and Between OCB Realty Co., as Tenant, and Sherman Centre, L.L.C., as Landlord, for Real Property at Sherman Centre, Muskegon, Michigan
27	N/A	Debtors' Trial Exhibit 5	Lease Agreement Dated February 9, 2000 By and Between OCB Realty Co., as Tenant, and PR Warrington Limited Partnership, as Landlord, for Space in Creekview Shopping Center, Warrington, Pennsylvania
28	N/A	Debtors' Trial Exhibit 6	Landlord Estoppel and Consent Related to Lease Dated May 28, 1996 (Moline)
29	N/A	Debtors' Trial Exhibit 7	Landlord Estoppel and Consent Related to Lease Dated September 8, 1995 (Muskegon)
30	N/A	Debtors' Trial Exhibit 8	Landlord Estoppel and Consent Related to Lease Dated February 9, 2000 (Warrington)
31	N/A	Family Properties' Trial Exhibit 1	Letter of Intent dated August 23, 2002 (Exhibit 1 to Deposition of Michael Andrews, Jr.)
32	N/A	Family Properties' Trial Exhibit 2	Draft Letter of Intent dated April 26, 2002 (Exhibit 2 to Deposition of Michael Andrews, Jr.)
33	N/A	Family Properties' Trial Exhibit 3	Draft Letter of Intent with Company Comments dated July 3, 2002 (Exhibit 3 to Deposition of Michael Andrews, Jr.)

34	N/A	Family Properties' Trial Exhibit 4	July 11, 2002 E-mail from Jay Schiesser to clanigan@caxton-iseman.com re: Revised Term Sheets from ACC, with attached Draft Letter of Intent dated July 10, 2002 (Exhibit 4 to Deposition of Michael Andrews, Jr.)
35	N/A	Family Properties' Trial Exhibit 5	Draft Letter of Intent dated July 30, 2002 (Exhibit 6 to Deposition of Michael Andrews, Jr.)
36	N/A	Family Properties' Trial Exhibit 6	August 7, 2002 E-mail from Mike Duncan to shrewsjr@WellsFargo.com re: Revised Pool B – 35 Unit SLB, with attached spreadsheet containing lease term information (Exhibit 7 to Deposition of Michael Andrews, Jr.)
37	N/A	Family Properties' Trial Exhibit 7	August 7, 2002 E-mail from Mike Duncan to thall@caxton-iseman.com re: Can you let the company know... (Exhibit 8 to Deposition of Michael Andrews, Jr.)
38	N/A	Family Properties' Trial Exhibit 8	August 9, 2002 E-mail from Mike Duncan to shrewsjr@WellsFargo.com re: Revised Letter of Intent, with attached Draft Letter of Intent dated August 8, 2002 (Exhibit 9 to Deposition of Michael Andrews, Jr.)
39	N/A	Family Properties' Trial Exhibit 9	Letter of Intent dated August 23, 2002 (Exhibit 12 to Deposition of Michael Andrews, Jr.)
40	N/A	Family Properties' Trial Exhibit 10	FP1 Lease Agreement dated December 11, 2002 (Execution Copy) (Exhibit 13 to Deposition of Michael Andrews, Jr.)
41	N/A	Family Properties' Trial Exhibit 11	FP2 Lease Agreement dated December 11, 2002 (Execution Copy) (Exhibit 14 to Deposition of Michael Andrews, Jr.)
42	N/A	Family Properties' Trial Exhibit 12	November 25, 2002 E-mail from John Shrewsberry to Joshua Pack re: Buffets (Exhibit 3 to Deposition of John Shrewsberry)
43	N/A	Family Properties' Trial Exhibit 13	July 12, 2002 E-mail from John Shrewsberry to John Walbridge re: Buffets Update (Exhibit 4 to Deposition of John Shrewsberry)
44	N/A	Family Properties' Trial Exhibit 14	October 15, 2007 E-mail from Benjamin Laforest to Nancy Sedlak re: Assignment of Old Country Buffet Lease, with attached consent from Cicero ground lease landlord

45	N/A	Family Properties' Trial Exhibit 15	Draft Letter of Intent dated July 22, 2002 (Exhibit 3 to Deposition of Michael Duncan)
46	N/A	Family Properties' Trial Exhibit 16	July 29, 2002 E-mail from Jay Schiesser to Mike Andrews re: ACC term sheet markup, with attached Draft Letter of Intent dated July 30, 2002 (Exhibit 4 to Deposition of Michael Duncan)
47	N/A	Family Properties' Trial Exhibit 17	December 11, 2002 Letter to Buffets from Wells Fargo re: Letter of Intent, with attached Letter of Intent dated August 23, 2002 (Exhibit 3 to Deposition of James K. Noble)
48	N/A		FP1 LLC and FP2 LLC's Designation and the Debtors' Counter-Designation of the Deposition of Richard Michael Andrews, Jr., taken March 14, 2008
49	N/A		FP1 LLC and FP2 LLC's Designation and the Debtors' Counter-Designation of the Deposition of Michael Duncan, taken March 25, 2008
50	N/A		Debtors' Designation and FP1 LLC and FP2 LLC's Counter-Designation of the Deposition of Nancy J. Sedlak, taken April 1, 2008
51	N/A		Designation of FP1 LLC, FP2 LLC, and Debtors of the Deposition of John R. Shrewsberry, taken March 31, 2008

The Appellant respectfully reserves the right to supplement and amend the record on Appeal designated herein.

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**Statement of Issues on Appeal**

The Appellant hereby states that the issue on appeal is whether the Bankruptcy Court erred in denying (i) the Debtors' motions to reject the unexpired leases of non-residential real property located in Moline, Illinois and Muskegon, Michigan pursuant to section 365 of title 11 of the United States Code (the "Bankruptcy Code"), and (ii) the Debtors' motion to assume and assign the unexpired lease of non-residential real property located in Warrington, Pennsylvania pursuant to section 365 of the Bankruptcy Code.

Dated: June 2, 2008

PACHULSKI STANG ZIEHL & JONES LLP



Laura Davis Jones (Bar No. 2436)

Alan J. Kornfeld (CA Bar No. 130063)

Curtis Hehn (Bar No. 4264)

919 North Market Street, 17th Floor

PO Box 8705

Wilmington, DE 19899-8705

Telephone: 302 652 – 4100

Facsimile: 302-652-4400

Counsel to Appellant, the Official Committee of Unsecured Creditors